



Update Summary

Entity name

FLUENCE CORPORATION LIMITED

Announcement Type

Update to previous announcement

Date of this announcement

3/11/2023

Reason for update to a previous announcement

Change of underwriting agreement for the Entitlement Offer.

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

FLUENCE CORPORATION LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ACN

Registration Number

127734196

1.3 ASX issuer code

FLC

1.4 The announcement is☒ Update/amendment to previous announcement**1.4a Reason for update to a previous announcement**

Change of underwriting agreement for the Entitlement Offer.

1.4b Date of previous announcement to this update

1/11/2023

1.5 Date of this announcement

3/11/2023

1.6 The Proposed issue is:☒ An accelerated offer☒ A placement or other type of issue**1.6b The proposed accelerated offer is**

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

☒ No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

FLC : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

FLC : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

Has the offer ratio been determined?

☒ Yes

The quantity of additional +securities For a given quantity of +securities

**to be issued**

2

held

5

What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

260,221,613

Offer price details for retail security holders**Has the offer price for the retail offer been determined?**☒ Yes**In what currency will the offer be made?**

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.08000

Offer price details for institutional security holders**Has the offer price for the institutional offer been determined?**☒ Yes**In what currency will the offer be made?**

AUD - Australian Dollar

What is the offer price per +security for the institutional offer?

AUD 0.08000

Oversubscription & Scale back details**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**☒ No**Will a scale back be applied if the offer is over-subscribed?**☒ Yes**Describe the scale back arrangements**

Eligible Retail Shareholders' can only apply to take up their Entitlement Offer in full.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?☒ Yes



Part 3D - Timetable

3D.1a First day of trading halt

1/11/2023

3D.1b Announcement date of accelerated offer

1/11/2023

3D.2 Trading resumes on an ex-entitlement basis (ex date)

3/11/2023

3D.5 Date offer will be made to eligible institutional +security holders

1/11/2023

3D.6 Application closing date for institutional +security holders

2/11/2023

3D.8 Announcement of results of institutional offer

(The announcement should be made before the resumption of trading following the trading halt)

3/11/2023

3D.9 +Record date

3/11/2023

3D.10a Settlement date of new +securities issued under institutional entitlement offer

8/11/2023

3D.10b +Issue date for institutional +security holders

9/11/2023

3D.10c Normal trading of new +securities issued under institutional entitlement offer

9/11/2023

3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue

8/11/2023

3D.12 Offer closing date for retail +security holders

27/11/2023

3D.13 Last day to extend retail offer close date

22/11/2023



3D.19 +Issue date for retail +security holders and last day for entity to announce results of retail offer

4/12/2023

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

☒ Yes

3E.1a Who is the lead manager/broker?

Bell Potter Securities Limited ("Bell Potter").

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Bell Potter will receive a management fee of 4% of proceeds for acting as lead manager, plus applicable GST.

3E.2 Is the proposed offer to be underwritten?

☒ Yes

3E.2a Who are the underwriter(s)?

Bell Potter Securities Limited, and Bell Potter has engaged with certain sub-underwriters of the Entitlement Offer who will sub-underwrite the Entitlement Offer up to the amount of their sub-underwriting commitments. These sub-underwriters include directors and management of the Company.

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

The institutional component of the Entitlement Offer is fully underwritten; the retail component of the Entitlement Offer is partially underwritten to \$2.3m.

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

In addition to the management fee, Bell Potter will receive a selling fee of 2% on the underwritten component of the offer, plus applicable GST.

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Certificates are not provided or untrue, incomplete or misleading or deceptive; Offer documents do not comply with the Corporation Act; material fall in index; government agency takes regulatory action; material legal proceedings commenced; change of control; insolvency; material adverse event change in capital structure; No quotation of Shares offered; change to timetable without consent; material statement misleading or deceptive; hostilities commence escalate, significant terrorist act or other such force majeure events; change of law; breach of regulatory requirements; breach of material financing arrangements; breach of the Underwriting Agreement; untrue or incorrect representations or warranties; disruption of financial markets occurs; new circumstances requiring disclosure before Offer documents lodged not disclosed; due diligence committee materials misleading or deceptive; failure to settle under shareholder sale agreement.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

☒ Yes

3E.2e (i) What is the name of that party?

Managing Director and CEO - Tom Pokorsky; Non-executive Director - Douglas Brown; Non-executive Director - Mel Ashton; Non-executive Director - Ross Haghighat



3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

Up to 120,444,444 shares to be issued under the Entitlement Offer.

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

Nil

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Standard share registry, external advisers and ASX administrative fees.

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

The proceeds of the Offer will be used to pay down existing debt facility with Upwell.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

☒ No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

☒ No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

Institutional entitlement offer: all except Australia, United States, Canada, Singapore, Germany, Hong Kong and New Zealand and United Kingdom.

Retail entitlement offer: all except Australia and New Zealand.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

☒ Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

Fluence intends to issue a notice to eligible nominees and custodians.

3F.6 URL on the entity's website where investors can download information about the proposed issue

www.fluencecorp.com

3F.7 Any other information the entity wishes to provide about the proposed issue

3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

☒ No



3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

☒ No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

FLC : ORDINARY FULLY PAID

Number of +securities proposed to be issued

165,408,542

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.12000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes



Part 7C - Timetable

7C.1 Proposed +issue date

9/11/2023

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

100,353,139

ASX has granted Fluence a waiver from Listing Rule 7.1 to the extent necessary to permit Fluence to calculate the number of shares that it may issue under the placement without shareholder approval on the basis that variable 'A' of the formula in Listing Rule 7.1 is deemed to include the number of shares that may be issued under the underwritten component of the Entitlement Offer (subject to certain customary conditions).

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ Yes

7D.1c (i) How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?

65,055,403

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ Yes



7E.1a Who is the lead manager/broker?

Bell Potter Securities Limited

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Bell Potter will receive a management fee of 4% of proceeds for acting as lead manager, plus applicable GST.

7E.2 Is the proposed issue to be underwritten?

☒ Yes

7E.2a Who are the underwriter(s)?

Bell Potter Securities Limited

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

The Placement is fully underwritten.

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

In addition to the management fee, Bell Potter will receive a selling fee of 2% on the underwritten placement, plus applicable GST.

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Certificates are not provided or untrue, incomplete or misleading or deceptive; Offer documents do not comply with the Corporation Act; material fall in index; government agency takes regulatory action; material legal proceedings commenced; change of control; insolvency; material adverse event change in capital structure; No quotation of Shares offered; change to timetable without consent; material statement misleading or deceptive; hostilities commence escalate, significant terrorist act or other such force majeure events; change of law; breach of regulatory requirements; breach of material financing arrangements; breach of the Underwriting Agreement; untrue or incorrect representations or warranties; disruption of financial markets occurs; new circumstances requiring disclosure before Offer documents lodged not disclosed; due diligence committee materials misleading or deceptive; failure to settle under shareholder sale agreement.

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Standard share registry, external advisers and ASX administrative fees.

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

To pay down existing debt facility with Upwell

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒



The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)